
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chongqing Iron & Steel Company Limited, you should at once hand this circular and the accompanying proxy forms and reply slips to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Chongqing Iron & Steel Company Limited



stock limited company incorporated in the People's Republic of China with limited liability
(在中華人民共和國註冊成立的股份有限公司)

(Stock Code: 1053)

(1) BY-ELECTION OF DIRECTOR AND (2) NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out from pages 1 to 3 of this circular.

A notice convening the EGM to be held at 2:30 p.m. on Thursday, 15 December 2022 at Chongqing Iron & Steel Conference Center, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, the PRC, is set out on pages 5 to 6 of this circular. The proxy form for use at the EGM are enclosed with this circular.

Shareholders are advised to read the notice. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return them to the Company's registered office (in the case of proxy form by holders of domestic shares) at No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing (Postal Code: 401258) or at the Company's H share registrar and transfer office, Hong Kong Registrars Limited at Room 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 24 hours before the time appointed for such meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM, or any adjournment thereof, if you so wish.

28 November 2022

CONTENT

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
APPENDIX – THE CANDIDATE OF DIRECTOR AND HIS BIOGRAPHY	4
NOTICE OF EGM	5

DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“A Share(s)”	the domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Chongqing Iron & Steel Company Limited, a company incorporated in PRC with limited liability and the shares of which are listed on Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the 2022 second extraordinary general meeting (or any adjournment thereof) of the Company to be convened at Chongqing Iron & Steel Conference Centre, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, the PRC, at 2:30 p.m. on Thursday, 15 December 2022, for purpose of considering and, if thought fit approving the resolution in relation to the by-election of Director
“H Share(s)”	the foreign invested share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange, subscribed and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 November 2022
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

Chongqing Iron & Steel Company Limited **重慶鋼鐵股份有限公司**

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(在中華人民共和國註冊成立的股份有限公司)

(Stock Code: 1053)

LETTER FROM THE BOARD

II. BY-ELECTION OF DIRECTOR

The 19th meeting of the ninth session of the Board of the Company was held on 21 November 2022 by way of written resolutions, in which, among other things, the Resolution in Relation to the By-Election of Mr. Meng Wenwang as a Director of the Ninth Session of the Board was considered and approved.

The Board of the Company by-elected Mr. Meng Wenwang as a Director of the ninth session of the Board with a term same as the ninth session of the Board. The matter shall be submitted to the general meeting of the Company for consideration.

The biographical details of Mr. Meng Wenwang are set out in the appendix to this circular.

III. EGM

The EGM will be held at 2:30 p.m. on Thursday, 15 December 2022 at the Chongqing Iron & Steel Conference Centre, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, the PRC, at which relevant resolution will be proposed to approve the by-election of Director. Notice of the EGM is set out on page 5 to 6 of this circular.

The proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Room 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so desire.

LETTER FROM THE BOARD

IV. RECOMMENDATION

The Board considers that the above by-election of Director is in the best interests of the Company and its Shareholders as a whole, and recommends that all Shareholders vote in favour of the relevant resolution to be proposed at the EGM.

V. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

By Order of the Board
Chongqing Iron & Steel Company Limited
Zou An
Secretary to the Board

Mr. Meng Wenwang, born in October 1973, is a senior engineer, and currently serves as the deputy secretary to the party committee of the Company. Mr. Meng successively served as the assistant to the head of the hot pressing plant and the officer of the production technology division under Baoshan Iron & Steel Co., Ltd. (“**Baosteel**”) (寶山鋼鐵股份有限公司); the deputy chief of the thick plate department, the officer of the production technology division and the secretary of the party branch of Baosteel; the secretary to the party committee and the head of the thick plate plant of Baosteel, and the chief of the thick plate division of Baosteel; the deputy secretary to the party committee, secretary of the disciplinary committee, chairman of the labour union and senior vice president of the Company. Mr. Meng graduated from Chongqing University in 1996 with a degree in Metallurgy and Materials Engineering majoring in metal pressure processing, and obtained a master’s degree in business administration from Northeastern University in 2006.

Save as disclosed above, Mr. Meng Wenwang has not held any directorship in public companies (the securities of which are listed on any securities market in Hong Kong or overseas), or taken up a position in any affiliated companies of the Company over the past three years, nor does he have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Mr. Meng Wenwang will not receive remuneration for his directorship, but will receive remuneration according to his positions and job duties in the Company, and his annual remuneration is comprised of base salary, performance remuneration and subsidies and allowances, details of which are as follows:

1. Base salary: RMB600,000–800,000 per year (before tax).
2. Performance remuneration: The performance remuneration is not fixed, which is determined on the basis of the completion of annual performance indicators and other factors.
3. Subsidies and allowances: The subsidies and allowances are implemented in accordance with the relevant system of the Company.

The corresponding service contract will be entered into between Mr. Meng Wenwang and the Company upon the approval at the EGM. All relevant remunerations stated above will be included in his service contract.

No other information relating to the appointment of Mr. Meng Wenwang is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Save as disclosed above, as at the the Latest Practicable Date, Mr. Meng Wenwang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

NOTICE OF EGM

Chongqing Iron & Steel Comp

(Stock Code: 1053)

NOTICE OF EGM

Notes:

I. ELIGIBILITY FOR ATTENDING THE EGM

Shareholders whose names appear on the register of members of the Company on 15 December 2022 are entitled to attend the EGM upon completion of the necessary registration procedures (holders of A shares will be otherwise notified).

II. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

The register of members of the Company will be closed from 12 December 2022 to 15 December 2022 (both days inclusive), during which no transfer of shares will be effected. Holders of H shares of the Company intending to attend the EGM are required to lodge their respective instrument of transfer and the relevant share certificates to Hong Kong Registrars Limited, the Registrars of the Company, before 4:30 p.m. on 9 December 2022.

III. PROXIES

1. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (whether he/she is a shareholder or not) to attend and vote at the meeting on his/her behalf. Each shareholder (or his/her proxy) shall have one vote for each share held.
2. To be valid, the instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents together with the proxy form must be lodged with Hong Kong Registrars Limited, the Registrars of the Company, no less than 24 hours before the time appointed for the holding of the EGM (or appointed for voting), i.e. by no later than 2:30 p.m. on 14 December 2022.
3. For the shareholders appointing more than one proxy, the voting right can only be exercised by way of poll.

IV. MISCELLANEOUS

1. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
2. Information may be dispatched by hand or registered post.
3. Address of Hong Kong Registrars Limited: Room 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
4. Office of the Board of Chongqing Iron & Steel Company Limited

Address: Room 218, Management Building of the Company, No. 2 Jiangnan Avenue, Jiangnan Street,
Changshou District, Chongqing

Postal Code: 401258

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